

<p style="text-align: center;">BEFORE THE DIVISION OF OIL, GAS AND MINING</p> <p style="text-align: center;">DEPARTMENT OF NATURAL RESOURCES</p> <p style="text-align: center;">STATE OF UTAH</p>	
<p>LIVING RIVERS,</p> <p style="text-align: center;">Petitioner</p> <p>v.</p> <p>UTAH DIVISION OF OIL, GAS & MINING,</p> <p style="text-align: center;">Respondent,</p> <p>THE OIL MINING COMPANY, INC.</p> <p style="text-align: center;">Intervenor-Respondent.</p>	<p>STIPULATION TO DISMISSAL WITHOUT PREJUDICE</p> <p>Cause No. M/047/0120</p>

Living Rivers, Utah Division of Oil, Gas and Mining (“**Division**”) and The Oil Mining Company, Inc. (“**TomCo**”), collectively the Parties, by and through their respective counsel, enter into the following Stipulation dismissing Living Rivers’ Protest of Tentative Decision to Approve NOI for TomCo, Holliday Block Mine, M/047/0120, Uintah County, Utah, filed with the Division on November 19, 2014, with the conditions identified below.

BACKGROUND

1. On October 7, 2014, the Division issued a Tentative Approval of TomCo’s Notice of Intention to Commence Large Mining Operations (“**NOI**”) on the Holliday Block Mine, M/047/0120, Uintah County, Utah (“**Tentative Approval**”).
2. The NOI proposes to use the EcoShaleTM In-Capsule Technology to process oil shale which TomCo has licensed from Red Leaf Resources, Inc. (“**Red Leaf**”). Red Leaf is currently applying this technology at the Southwest #1 Project, M/047/0103.
3. By the terms of TomCo’s NOI, an Early Production Scale (“**EPS**”) Capsule will be constructed prior to commencing full-scale operations.

4. On November 19, 2014, Living Rivers timely filed a protest to the Division's Tentative Approval of TomCo's NOI ("**November 2014 Protest**").

5. The Utah Department of Environmental Quality, Division of Water Quality ("**DWQ**") issued TomCo a draft Ground Water Discharge Permit and related construction permit for an EPS Capsule in December, 2014 ("**GWDP**"). The Utah Department of Environmental Quality ("**DEQ**") issued public notice of proposed approval of the GWDP and comments were due to DEQ by January 30, 2015.

6. Red Leaf is currently constructing an EPS capsule at the Southwest #1 Project site. Red Leaf has agreed to provide TomCo with the results of the testing and monitoring of the Red Leaf EPS Capsule.

AGREEMENT BETWEEN THE PARTIES

The Parties request that this matter be dismissed without prejudice subject to the following conditions:

1. The Tentative Approval dated October 7, 2014 will be approved by the Division ("**Final Approval**").

2. The Division will condition the Final Approval of the NOI to provide that prior to commencing full-scale operations, TomCo will modify the NOI to reflect data and test results from an EPS Capsule constructed at the Holliday Block Mine M/047/0120 and/or to reflect data and test results from the EPS Capsule constructed by the operator of the Southwest #1 Project, NOI M/047/0103. Data and test results from the EPS Capsule(s) will be submitted to the Division as an amendment to the NOI.

3. Whether the Division determines that the NOI must be further modified based on these EPS Capsule test results or whether the Division determines that no further modification is necessary, the Division will give written notice of its determination to TomCo and Living Rivers.

TomCo will have 30 days to respond to any request by the Division that the NOI be modified or such additional response time as allowed.

4. After review of any requisite response by TomCo, or, if the Division requires no further modification to the NOI, after review of the existing NOI, the Division will make a final decision on the NOI and provide notice of this decision to TomCo and Living Rivers.

5. Within 30 days after delivery of notice of this final decision by the Division, Living Rivers may file a Request for Agency Action with the Board of Oil, Gas and Mining with respect to the issues and claims raised in its November 2014 Protest and any new issues that arise based on the EPS Capsule test and monitoring results other factors and/or modifications to TomCo's NOI.

Dated this 30th day of January, 2015.

UTAH DIVISION OF OIL, GAS AND MINING



Steven F. Alder

Counsel for the Division of Oil, Mining and Gas

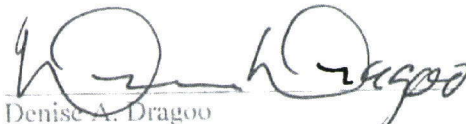
WESTERN RESOURCE ADVOCATES



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